



**IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH (COURT-I)
SPECIAL BENCH**

C.P.(CAA) NO.126/KB/2022

Connected with

C.A.(CAA) NO. 57/KB/2022

A petition under section 230(1) read with section 232(1) - Companies act, 2013;

In the Matter of :

AMABEL VITRAN PRIVATE LIMITED, (CIN: U51109WB2009PTC135790), a Company within the meaning of the Companies Act, 2013, having its Registered Office at 159, Rabindra Sarani, 3rd Floor, Room No 3C, Kolkata-700 007;

.....Transferor Company No. 1/Petitioner Company No. 1

-And-

SUHANA MARKETING PRIVATE LIMITED, (CIN: U51909WB2008PTC130048), a Company within the meaning of the Companies Act, 2013, having its Registered Office at 159, Rabindra Sarani, 3rd Floor, Room No 3C, Kolkata-700 007;

.....Transferor Company No. 2/Petitioner Company No. 2

-And-

DRUTH VYASAYA PRIVATE LIMITED, (CIN: 52190WB2010PTC149531), a Company within the meaning of the Companies Act, 2013, having its Registered Office at 159, Rabindra Sarani, 3rd Floor, Room No 3C, Kolkata-700 007;

.....Transferor Company No. 3/Petitioner Company No. 3

-And-

SADABAHAR INVESTMENT CONSULTANTS PRIVATE LIMITED, (CIN: U51101WB2010PTC150029), a Company within the meaning of the Companies Act, 2013, having its Registered Office at 159, Rabindra Sarani, 3rd Floor, Room No 3C, Kolkata-700 007;

.....Transferor Company No. 4/Petitioner Company No. 4

-And-

HEAVEN SUPPLIERS PRIVATE LIMITED, (CIN: U51109WB2005PTC104310), a Company within the meaning of the Companies Act, 2013, having its Registered Office at 159, Rabindra Sarani, 3rd Floor, Room No 3C, Kolkata-700 007;

.....Transferor Company No. 5/Petitioner Company No. 5

-And-



PANCHMUKHI MANAGEMENT SERVICES PRIVATE LIMITED, (CIN: U74140WB2005PTC105996), a Company within the meaning of the Companies Act, 2013, having its Registered Office at 159, Rabindra Sarani, 3rd Floor, Room No 3C, Kolkata-700007;

.....Transferor Company No. 6/Petitioner Company No. 6

-And-

ARISTRO FINCORP PRIVATE LIMITED, (CIN: U67190WB1995PTC071438), a Company within the meaning of the Companies Act, 2013, having its Registered Office at 159, Rabindra Sarani, 3rd Floor, Room No 3C, Kolkata-700 007;

...Transferee Company/Petitioner Company No. 7

-And-

In the Matter of:

- 1) Amabel Vitran Private Limited
- 2) Suhana Marketing Private Limited
- 3) Druth Vyasya Private Limited
- 4) Sadabahar Investment Consultants Private Limited
- 5) Heaven Suppliers Private Limited
- 6) Panchmukhi Management Services Private Limited
- 7) Aristro Fincorp Private Limited

..... Petitioners

Date of Hearing: 08.09.2022

Date of pronouncing the order: 09.09.2022

Coram:

Shri P. Mohan Raj : **Member (Judicial)**
Shri Balraj Joshi : **Member (Technical)**

Counsel on Record for the Applicant(s):

1. Mr. Akash Agarwal, Advocate
2. Mrs. Ankita Agrahari, Advocate
3. Mr. Debartha Chakrabarty, Advocate
4. Mr. Rahul Sharma, Advocate

ORDER

Per Balraj Joshi, Member (Technical):

1. The instant petition has been filed under Section 230(6) read with Section 232(3) of the Companies Act, 2013 (“Act”) for sanction of the Scheme of Amalgamation of meetings of shareholders and creditors in connection with the Scheme of Amalgamation of Scheme



of Amalgamation of Amabel Vitran Private Limited ("Transferor Company No.1" or "Petitioner No.1"), Suhana Marketing Private Limited ("Transferor Company No.2" or "Petitioner No.2"), Druth Vyasya Private Limited ("Transferor Company No.3" or "Petitioner No.3"), Sadabahar Investment Consultants Private Limited ("Transferor Company No.4" or "Petitioner No.4"), Heaven Suppliers Private Limited ("Transferor Company No.5" or "Petitioner No.5") and Panchmukhi Management Services Private Limited ("Transferor Company No.6" or "Petitioner No.6") with Aristro Fincorp Private Limited ("Transferee Company" or "Petitioner No.7") whereby and whereunder the Transferor Companies are proposed to be amalgamated with the Transferee Company from the Appointed Date, viz. **April 1, 2021** in the manner and on the terms and conditions stated in the said Scheme of Amalgamation ("Scheme").

2. By an order dated June 16, 2022 in Company Application being C.A.(CAA) No. 57/KB/2022, this Tribunal dispensed the separate meeting(s) of the Equity Shareholders of all the Petitioners and the separate meeting(s) of the Unsecured Creditors of the Petitioner Nos. 1 and 3 to 5. It was further recorded that there are no Unsecured Creditors in Petitioner Nos.2, 6 and 7 and no Secured Creditors in any of the Petitioners.
3. The Learned Counsel for the Petitioners further submits that in compliance with Section 230(5) of the Companies Act, 2013 and the said order dated June 16, 2022 made in C.A. (CAA) No.57/KB/2022, notice along with all accompanying documents i.e. the Statement as required under Section 230(3), a copy of Scheme of Amalgamation and a copy of order dated June 16, 2022 has already been served on June 27, 2022 upon the Statutory/Sectoral Authorities, the Central Government through the Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata; Registrar of Companies, West Bengal, Income Tax Department having jurisdiction over the Petitioners and the Official Liquidator, High Court at Calcutta and on July 8, 2022 upon the Reserve Bank of India, Kolkata as directed by the said order. Affidavits proving service, as aforesaid, has been filed by the Petitioners. The Authorities, as aforesaid, have not filed their representation so far.
4. Ld. Counsel appearing for the Petitioners submit that the Petitioners now seek admission of the instant petition presented by them for sanction of the Scheme.



5. Upon perusing the records and documents in the instant proceedings and considering the submissions made on behalf of the Petitioners, we admit the instant petition and fix the next date of hearing on **20.10.2022**.
6. At least 10 (ten) clear days before the said date fixed for hearing, the Petitioners shall cause notice of hearing to be advertised in the newspapers namely, **Business Standard** (English) and **Dainik Statesman** (Bengali) as per Rule 16(1) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“CAA Rules”).
7. Another notice pursuant to Section 230(5) of the Companies Act, 2013 along with accompanying documents, including the copies of the aforesaid Scheme and statement under the provisions of the Companies Act, 2013, as sent earlier, shall be served again on the aforesaid Statutory Authorities by sending the same to them by hand delivery through special messenger, by speed post and by email within one week from the date of receiving this order. The notice shall specify the next date of hearing of the petition, as aforesaid, and state that representation, if any, and if not already filed, should be filed before this Tribunal no later than 7 (seven) days before the next date of hearing of the petition and a copy of such representation should be simultaneously sent to the Advocates / Authorised Representative of the said Petitioners. If no such representation is received by the Tribunal within such period, it shall be presumed that such Authorities have no representation to make on the said Scheme. Such notice shall be sent in Form No. CAA3 of the said Rules with disclosures required under Rule 6 & incorporating the directions herein.
8. The Petitioners to file an affidavit confirming compliance of the abovementioned directions of this Tribunal, at least 3 (Three) days before the next date of hearing.
9. The Petitioners may also file their rejoinder affidavit(s) dealing with the objections/ observations, if any, of the Authorities, at least 2 (Two) days before the next date of hearing.

Balraj Joshi
Member (Technical)

P. Mohan Raj
Member (Judicial)

Signed on this, the 9th day of September, 2022